

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): May 3, 2016

Xenetic Biosciences, Inc.

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of
incorporation)

333-178082
(Commission File Number)

45-2952962
(I.R.S. Employer Identification
No.)

99 Hayden Avenue, Suite 230
Lexington MA 02421
(Address of principal executive offices)

Registrant's telephone number, including area code: 781-778-7722

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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SECTION 5 – Corporate Governance and Management

Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers

Effective May 3, 2016, Dmitry Genkin resigned from of our board of directors. There was no known disagreement with Dr. Genkin on any matter relating to the Company's operations, policies or practices. With Dr. Genkin's resignation, the Company believes its board now consists of a majority of independent directors, which would be a requirement to list with the NASDAQ. This alteration of board structure was one of the actions required as part of the Company's current NASDAQ application. Dr. Genkin will remain an observer on the Company's board as well as maintain a scientific consulting role.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Xenetic Biosciences, Inc.

/s/ M. Scott Maguire

M. Scott Maguire

Chief Executive Officer

Date: May 6, 2016

